

RECORDATION NO. 24668 FILED

NOV 03 '03 9:39 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

October 31, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #3 to Full Service Master Lease Agreement, dated as of July 31, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	Omnisource Corporation 1610 N. Calhoun Street Fort Wayne, Indiana 47808

Mr. Vernon A. Williams  
October 31, 2003  
Page 2

A description of the railroad equipment covered by the enclosed document is:

Four (4) 100-ton gondola cars: MWCX 100031, MWCX 100039, MWCX 100053 and MWCX 100063;.

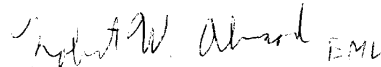
A short summary of the document to appear in the index is:

Memorandum of Schedule #3 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Robert W. Alvord", followed by the letters "EMV" in a smaller, less distinct script.

Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF RIDER 3**

**between**

**MIDWEST RAILCAR CORPORATION,**

**as Lessor**

**and**

**OMNISOURCE CORPORATION**

**as Lessee**

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MEMORANDUM OF RIDER 3

THIS MEMORANDUM OF RIDER 3 is effective as of October 16, 2003 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and OMNISOURCE CORPORATION, an Indiana Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider 3 dated October 16, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

By: 

Richard M. Murphy  
President & CEO

OMNISOURCE CORPORATION

By: 

Name: Philip R. Berwell

Title: Director of Rail + Barge Transportation

STATE OF Minnesota, CITY OF Elk River, TO WIT:

On this 22 day of October, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on October 2, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

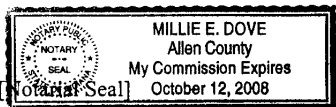
David L. Smith

Notary Public

My commission expires: 1-31-06

STATE OF INDIANA, CITY OF FT. WAYNE, TO WIT:

On this 17 day of OCTOBER, 2003 before me appeared, PHILLIP R. BEDWELL to me personally known, who being by me duly sworn, says that he is a Director of RAILTRAC, of OMNISOURCE CORPORATION, an Indiana Corporation, that said instrument was signed and sealed on OCTOBER 17, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Millie E. Dove

Notary Public

MILLIE E. DOVE

My commission expires:

EXHIBIT A

Description of Railcars:

4 4240 cf 100-ton gondolas  
with the following Car Marks  
and Numbers:

**MWCX 100031, MWCX  
100039, MWCX 100053,  
MWCX 100063**